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AMENDMENT TO OIL, GAS AND MINERAL LEASE

**STATE OF TEXAS
COUNTY OF TARRANT**

KNOW ALL MEN BY THESE PRESENTS, THAT:

WHEREAS, JOSE MORENO and wife, TERESA MORENO, and FINLEY RESOURCES, INC., also known as FINLEY RESOURCES INC., hereafter referred to as "Lessee", are parties to that certain Oil, Gas and Mineral Lease dated November 1, 2005, and recorded under Instrument Number D205365407 of the Official Public Records of Tarrant County, Texas (the "Lease"), said Lease being a part of Assignment and Bill of Sale conveyances recorded under Instrument Number D207365556 dated September 27, 2007, under Instrument Number D210109815 dated effective January 1, 2010, and under Instrument Number D210117986 dated May 19, 2010, of the Official Public Records of Tarrant County, Texas, which Lease covers the following described lands:

"Lots 1 and 2, BENNETT ADDITION and Lot H, Block B, SAMUELS UNRECORDED ADDITION, both Addition to the City of Fort Worth, Tarrant County, Texas."

WHEREAS, JOSE MORENO and wife, TERESA MORENO, conveyed their interest in the Lease to COBRA PETROLEUM COMPANY and SOUTHWEST PETROLEUM COMPANY in a Mineral and Royalty Deed dated April 20, 2007, and recorded under Instrument Number D207143709 of the Official Public Records of Tarrant County, Texas.

WHEREAS, SOUTHWEST PETROLEUM COMPANY conveyed its interest in the Lease to SOUTHWEST PETROLEUM COMPANY, L. P., hereafter referred to as "Lessor", in an Assignment and Conveyance dated May 1, 2010, and recorded under Instrument Number D210129859 of the Official Public Records of Tarrant County, Texas.

WHEREAS, Lessor and Lessee recognize that the primary term of the Lease was extended for an additional two (2) years from the original primary term expiration date, public notice of such given by a document titled "Memorandum of Extension" executed August 10, 2010, and recorded under Instrument Number D210194412 of the Official Public Records of Tarrant County, Texas.

WHEREAS, Lessor and Lessee recognize that said Lease is in full force and effect; and it is the desire of both Lessor and Lessee to amend said Lease in the manner provided hereinbelow.

NOW, THEREFORE, in consideration of the premises and other valuable considerations, the receipt and sufficiency of which are hereby acknowledged, Lessor and Lessee agree to amend the first (1st) line of Section 2 by removing the word "three (3)", adding the word "six(6)" to so that the first (1st) line now reads:

"2. Subject to the other provisions herein contained, this lease shall remain in force for a term of six (6) years from the effective date hereof (called "primary term"), and as long thereafter as oil, gas or other mineral is produced from said land or land with which said land or any part thereof is pooled, or this lease is maintained by virtue of some other provisions hereof."

ADDITIONALLY, Lessor and Lessee agree to amend the Land Description by removing the words "Lots 1 and 2, BENNETT ADDITION and Lot H, Block B, SAMUELS UNRECORDED ADDITION, both Addition to the City of Fort Worth, Tarrant County, Texas." so that the Land Description now reads **"0.75 of an acre of land, more or less, described as Lots 1 and 2 of the Bennett Addition and Lot H of Block B of the Samuels Unrecorded Addition, Felix B. Mulliken Survey, Abstract 1045, Tarrant County, Texas."**

ADDITIONALLY, Lessor and Lessee agree to remove Section 13 of the Lease in its entirety.

Lessor and Lessee hereby adopt, ratify and confirm said Lease as the same is hereby amended, and Lessor hereby grants, leases and lets all of the acreage above described and referred to unto Lessee subject to and under the terms and provisions of said Lease; and such Lease is expressly affirmed, ratified and declared to be effective and binding for all purposes as of the date hereof.


The provisions hereof shall extend to and be binding upon the heirs, successors, legal representatives and assigns of the parties executing the amendment.

This agreement may be executed in counterparts, each of which will be deemed an original, but all of which together will constitute one and the same instrument.

EXECUTED the 17TH day of September, 2010.

LESSOR:

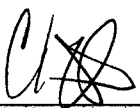
Southwest Petroleum Company, L. P.

By: 

Nelson Production Company, LC – General Partner
By: DAVID L. KUNDYSEK – Manager

LESSEE:

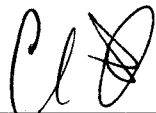
Finley Resources Inc.

By: 

Name: **Clinton H. Koerth**
Title: **VP of Land & Acquisition**

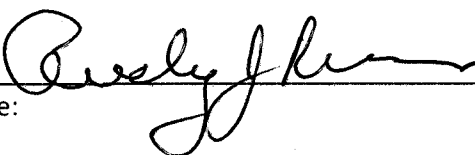
Finley Production Co., LP, a Texas limited partnership

By: FPC GP, L.L.C., a Texas limited liability company,
Its General Partner

By: 

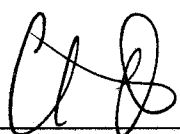
Name: **Clinton H. Koerth**
Title: **VP of Land & Acquisition**

RJR Asset Holdings, L.P., a Texas limited partnership, by
RJR Asset Holdings Management, LLC, a Texas limited
liability company, its General Partner

By: 

Name:
Title:


Brent D. Talbot

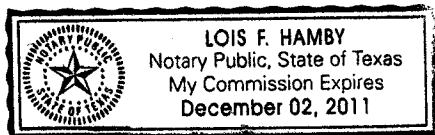

Clinton H. Koerth


Stephen M. Clark

ACKNOWLEDGMENT

STATE OF TEXAS
COUNTY OF DALLAS

This instrument was acknowledged before me on the 17th day of September, 2010, by David L. Kundysek, Manager of Nelson Production Company, LC, General Partner on behalf of Southwest Petroleum Company, L. P., a partnership.



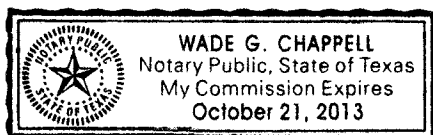
Lois F. Hamby
Notary Public, State of Texas

(Personalized Seal)

ACKNOWLEDGMENT

STATE OF TEXAS
COUNTY OF TARRANT

This instrument was acknowledged before me on the 29th day of September, 2010, by Clinton Koerth, Vice President of Finley Resources Inc., a Texas corporation, on behalf of said corporation.



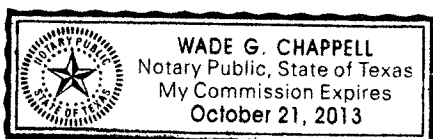
Wade G. Chappell
Notary Public, State of Texas

(Personalized Seal)

ACKNOWLEDGMENT

STATE OF TEXAS
COUNTY OF TARRANT

This instrument was acknowledged before me on the 29th day of September, 2010, by Clinton Koerth, Vice President of FPC GP L.L.C., a Texas limited liability company, General Partner, on behalf of Finley Production Co., L.P., a Texas limited partnership.



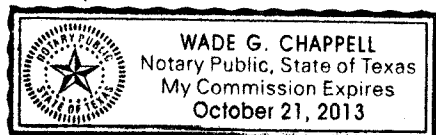
Wade G. Chappell
Notary Public, State of Texas

(Personalized Seal)

ACKNOWLEDGMENT

STATE OF TEXAS
COUNTY OF TARRANT

This instrument was acknowledged before me on the 29th day of September, 2010, by Brent D. Talbot.



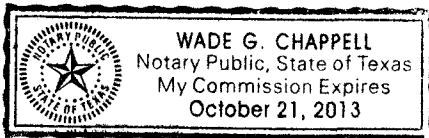
Wade G. Chappell
Notary Public, State of Texas

(Personalized Seal)

ACKNOWLEDGMENT

STATE OF TEXAS
COUNTY OF TARRANT

This instrument was acknowledged before me on the 29th day of September,
2010, by Clinton H. Koerth.



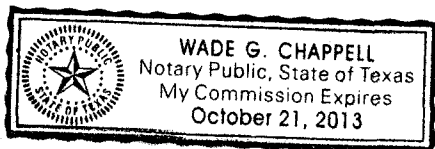
Wade G. Chappell
Notary Public, State of Texas

(Personalized Seal)

ACKNOWLEDGMENT

STATE OF TEXAS
COUNTY OF TARRANT

This instrument was acknowledged before me on the 29th day of September,
2010, by Stephen M. Clark.

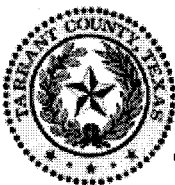


Wade G. Chappell
Notary Public, State of Texas

(Personalized Seal)

SUZANNE HENDERSON

COUNTY CLERK



100 West Weatherford Fort Worth, TX 76196-0401

PHONE (817) 884-1195

FINLEY RESOURCES INC
PO BOX 2200
FT WORTH, TX 76113

Submitter: FINLEY RESOURCES INC

DO NOT DESTROY
WARNING - THIS IS PART OF THE OFFICIAL RECORD.

Filed For Registration: 10/4/2010 10:11 AM

Instrument #: D210243638

LSE

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PGS

\$28.00

By: _____

Suzanne Henderson

D210243638

ANY PROVISION WHICH RESTRICTS THE SALE, RENTAL OR USE OF THE DESCRIBED REAL PROPERTY
BECAUSE OF COLOR OR RACE IS INVALID AND UNENFORCEABLE UNDER FEDERAL LAW.

Prepared by: VMMASSINGILL